

MEMO ENDORSED

USDC SDNY
DOCUMENT
ELECTRONICALLY FILED
DOC #:
DATE FILED: 11/19/2007

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

LAWRENCE CHAYT, on behalf of itself and all
others similarly situated,

Plaintiff,

- against -

SEMTECH CORP., JOHN D. POE, JASON L.
CARLSON, MOHAN R. MAHESWARAN,
DAVID G. FRANZ, JR., and JOHN M.
BAUMANN,

Defendants.

Case No. 07-CIV 8641 (DC)

Class Action

STIPULATION AND PROPOSED
ORDER TRANSFERRING CASE TO
CENTRAL DISTRICT OF
CALIFORNIA

WHEREAS defendant Semtech Corporation is headquartered in Camarillo,
California;

WHEREAS a putative derivative action asserting claims related to Semtech
Corporation's past option grant practices was filed on June 7, 2006 and remains pending before
the Honorable Christina A. Snyder, United States District Court Judge, in the United States
District Court for the Central District of California, *In re Semtech Corporation Derivative*
Litigation, Master File No. CV-06-03510-CAS-FMOx ("Federal Derivative Action");

WHEREAS putative derivative actions filed in May and June 2006 also asserting
claims related to Semtech Corporation's past option grant practices were filed in the Superior
Court of California for the County of Ventura, consolidated as Case No. CIV241426, and were
stayed by that court in December 8, 2006 pending the outcome of the Federal Derivative Action;

WHEREAS a putative class action also asserting claims related to Semtech
Corporation's past option grant practices was filed on August 8, 2007 before the Honorable
Denny Chin, United States District Court Judge, in the United States District Court for the

Southern District of New York, *Middlesex County Retirement System, on behalf of itself and all others similarly situated v. Semtech Corp. et al.*, Civil Action No.: 1:07-cv-07183-DC (the "Middlesex Action");

WHEREAS on October 1, 2007 the parties in the Middlesex Action jointly filed a Stipulation and [Proposed] Order Transferring the Case to the Central District of California, which the United States District Court for the Southern District of New York (Chin, J.) entered on October 15, 2007;

WHEREAS, the Middlesex Action was formally transferred out of the Southern District of New York to the Central District of California on October 22, 2007 and was received by the Central District of California on October 31, 2007;

THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between the undersigned counsel for the parties that this putative class action, which also asserts claims related to Semtech Corporation's past option grant practices, shall be and hereby is transferred to the United States District Court for the Central District of California.

IT IS ALSO HEREBY STIPULATED AND AGREED by and between the undersigned counsel for the parties that by entering this stipulation and agreeing to this transfer, each party reserves its arguments and defenses as to whether or not this court had personal jurisdiction over the defendants.

STIPULATED AND AGREED:

Dated: November 15, 2007

By:

Catherine A. Torell (CT-0905)

COHEN, MILSTEIN, HAUSFELD &
TOLL
150 East 52nd Street – 30th Floor
New York, NY 10022
Telephone: (212) 838-7797

*Attorneys for Plaintiff Lawrence
Chayt*

By:

Christopher J. Keller (CK-2347)

Andrei V. Rado (AR-3724)
Alan I. Ellman (AE-7347)
LABATON SUCHAROW
& RUDOFF LLP
140 Broadway
New York, NY 10005
Telephone: (212) 907-0700

*Attorneys for Class Member
Mississippi Public Employees'
Retirement System*

Kevin C. Logue (KL-9447)

PAUL, HASTINGS, JANOFISKY
& WALKER LLP
75 East 55th Street
New York, NY 10022-3205
Telephone: (212) 318-6000

Christopher H. McGrath
PAUL, HASTINGS, JANOFISKY
& WALKER LLP
3579 Valley Centre Drive
San Diego, CA 92130
Telephone: (858) 720-2500

Thomas A. Zaccaro
PAUL, HASTINGS, JANOFISKY
& WALKER LLP
515 South Flower Street
Twenty-Fifth Floor
Los Angeles, CA 90071-2228
Telephone: (213) 683-6000

*Attorneys for Defendants, Semtech Corp.,
Mohan R. Maheswaran and Jason L.
Carlson*

By:

John J. Clarke, Jr. (JC-3449)

DLA PIPER US LLP
1251 Avenue of the Americas
New York, NY 10020
Telephone: (212) 335-4920

Robert W. Brownlie
DLA PIPER US LLP
401 B Street, Suite 1700
San Diego, CA 92101-4297
Telephone: (619) 699-3665

*Attorneys for Defendant David G.
Franz, Jr.*

By:

Catherine A. Torell (CT-0905)
COHEN, MILSTEIN, HAUSFELD &
TOLL
150 East 52nd Street - 30th Floor
New York, NY 10022
Telephone: (212) 838-7797


*Attorneys for Plaintiff Lawrence
Chayt*

By:

Christopher J. Keller (CK-2347)
Andrei V. Rado (AR-3724)
Alan I. Ellman (AE-7347)
LABATON SUCHAROW
& RUDOFF LLP
140 Broadway
New York, NY 10005
Telephone: (212) 907-0700

*Attorneys for Class Member
Mississippi Public Employees'
Retirement System*

By:


Kevin C. Logue (KL-9447)
PAUL, HASTINGS, JANOFISKY
& WALKER LLP
75 East 55th Street
New York, NY 10022-3205
Telephone: (212) 318-6000

Christopher H. McGrath
PAUL, HASTINGS, JANOFISKY
& WALKER LLP
3579 Valley Centre Drive
San Diego, CA 92130
Telephone: (858) 720-2500

Thomas A. Zaccaro
PAUL, HASTINGS, JANOFISKY
& WALKER LLP
515 South Flower Street
Twenty-Fifth Floor
Los Angeles, CA 90071-2228
Telephone: (213) 683-6000

*Attorneys for Defendants, Semtech Corp.,
Mohan R. Maheswaran and Jason L.
Carlson*

By:

John J. Clarke, Jr. (JC-3449)
DLA PIPER US LLP
1251 Avenue of the Americas
New York, NY 10020
Telephone: (212) 335-4920

Robert W. Brownlie
DLA PIPER US LLP
401 B Street, Suite 1700
San Diego, CA 92101-4297
Telephone: (619) 699-3665

*Attorneys for Defendant David G.
Franz, Jr.*

11/14/2007 16:49 FAX

LABATON SUCHAROW LP


003

By:

Catherine A. Torell (CT-0905)
COHEN, MILSTEIN, HAUSFELD &
TOLL
150 East 52nd Street - 30th Floor
New York, NY 10022
Telephone: (212) 838-7797

*Attorneys for Plaintiff Lawrence
Chayt*

By:


Christopher J. Keller (CK-2347)
Andrei V. Rado (AR-3724)
Alan I. Ellman (AB-7347)
LABATON SUCHAROW
& RUDOFF LLP
140 Broadway
New York, NY 10005
Telephone: (212) 907-0700

*Attorneys for Class Member
Mississippi Public Employees'
Retirement System*

By:

Kevin C. Logue (KL-9447)
PAUL, HASTINGS, JANOFSKY
& WALKER LLP
75 East 55th Street
New York, NY 10022-3205
Telephone: (212) 318-6000

Christopher H. McGrath
PAUL, HASTINGS, JANOFSKY
& WALKER LLP
3579 Valley Centre Drive
San Diego, CA 92130
Telephone: (858) 720-2500

Thomas A. Zaccaro
PAUL, HASTINGS, JANOFSKY
& WALKER LLP
515 South Flower Street
Twenty-Fifth Floor
Los Angeles, CA 90071-2228
Telephone: (213) 683-6000

*Attorneys for Defendants, Semtech Corp.,
Mohan R. Maheswaran and Jason L.
Carlson*

By:

John J. Clarke, Jr. (JC-3449)
DLA PIPER US LLP
1251 Avenue of the Americas
New York, NY 10020
Telephone: (212) 335-4920

Robert W. Brownlie
DLA PIPER US LLP
401 B Street, Suite 1700
San Diego, CA 92101-4297
Telephone: (619) 699-3665

*Attorneys for Defendant David G.
Franz, Jr.*

By: Catherine A. Torell (CT-0905)
COHEN, MILSTEIN, HAUSFELD &
TOLL
150 East 52nd Street - 30th Floor
New York, NY 10022
Telephone: (212) 838-7797

*Attorneys for Plaintiff Lawrence
Chayt*

By: Christopher J. Keller (CK-2347)
Andrei V. Rado (AR-3724)
Alan I. Ellman (AE-7347)
LABATON SUCHAROW
& RUDOFF LLP
140 Broadway
New York, NY 10005
Telephone: (212) 907-0700

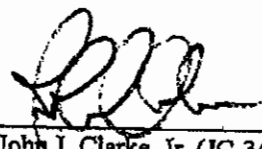
*Attorneys for Class Member
Mississippi Public Employees'
Retirement System*

By: Kevin C. Logue (KL-9447)
PAUL, HASTINGS, JANOFSKY
& WALKER LLP
75 East 55th Street
New York, NY 10022-3205
Telephone: (212) 318-6000

Christopher H. McGrath
PAUL, HASTINGS, JANOFSKY
& WALKER LLP
3579 Valley Centre Drive
San Diego, CA 92130
Telephone: (858) 720-2500

Thomas A. Zaccaro
PAUL, HASTINGS, JANOFSKY
& WALKER LLP
515 South Flower Street
Twenty-Fifth Floor
Los Angeles, CA 90071-2228
Telephone: (213) 683-6000

*Attorneys for Defendants, Semtech Corp.,
Mohan R. Maheswaran and Jason L.
Carlson*

By: 
John J. Clarke, Jr. (JC-3449)
DLA PIPER US LLP
1251 Avenue of the Americas
New York, NY 10020
Telephone: (212) 335-4920

Robert W. Brownlie
DLA PIPER US LLP
401 B Street, Suite 1700
San Diego, CA 92101-4297
Telephone: (619) 699-3665

*Attorneys for Defendant David G.
Franz, Jr.*

By: M.A. Higgins
Michele A. Higgins
KIRKPATRICK & LOCKHART
PRESTON GATES ELLIS LLP
599 Lexington Avenue
New York, NY 10022-6030
Telephone: (212) 536-3900

Michael J. Quinn
KIRKPATRICK & LOCKHART
PRESTON GATES ELLIS LLP
10100 Santa Monica Blvd., 7th Floor
Los Angeles, CA 90067
Telephone: (310) 552-5000

Attorneys for Defendant John M. Baumann

By: _____
Grace L. Chan
HOWREY LLP
Citigroup Center
153 East 53rd Street, 54th Floor
New York, NY 10022
Telephone: (212) 896-6500

Robert E. Gooding, Jr.
HOWREY LLP
2020 Main Street, Suite 1000
Irvine, CA 92614
Telephone: (949) 759-3916

Bart H. Williams
MUNGER, TOLLES & OLSON LLP
355 South Grand Avenue, 35th Floor
Los Angeles, CA 90071-1560
Telephone: (213) 683-9295

Attorneys for Defendant John D. Poe

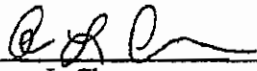
By:

Michele A. Higgins
KIRKPATRICK & LOCKHART
PRESTON GATES ELLIS LLP
599 Lexington Avenue
New York, NY 10022-6030
Telephone: (212) 536-3900

Michael J. Quinn
KIRKPATRICK & LOCKHART
PRESTON GATES ELLIS LLP
10100 Santa Monica Blvd., 7th Floor
Los Angeles, CA 90067
Telephone: (310) 552-5000

Attorneys for Defendant John M. Baumann

By:

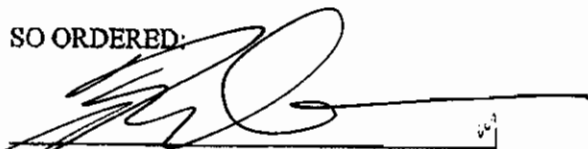

Grace L. Chan
HOWREY LLP
Citigroup Center
153 East 53rd Street, 54th Floor
New York, NY 10022
Telephone: (212) 896-6500

Robert E. Gooding, Jr.
HOWREY LLP
2020 Main Street, Suite 1000
Irvine, CA 92614
Telephone: (949) 759-3916

Bart H. Williams
MUNGER, TOLLES & OLSON LLP
355 South Grand Avenue, 35th Floor
Los Angeles, CA 90071-1560
Telephone: (213) 683-9295

Attorneys for Defendant John D. Poe

SO ORDERED:



Honorable Denny Chin
United States District Judge

LEGAL_US_E # 77147778.1

11/19/07